

# Exhibit A

## Revised Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> ,	)	Case No. 01-01139(JKF)
	)	(Jointly Administered)
	)	
Debtors.	)	Re: Docket No. 9236 and 9/26/05 Agenda Item 4

**ORDER AUTHORIZING DEBTORS TO EXPAND SCOPE OF EMPLOYMENT OF  
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P. AS SPECIAL COUNSEL**

Upon the second amended application (the "Second Amended Application")<sup>1</sup> of the Debtors seeking entry of an order under section 327(e) of the Bankruptcy Code authorizing the Debtors to expand the scope of the retention of Nelson Mullins as special counsel to Debtors; and it appearing that the Court has jurisdiction to consider the Second Amended Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Second Amended Application is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Second Amended Application having been given; and it appearing that the relief requested in the Second Amended Application is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Second Amended Application is granted, as modified herein.

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<sup>1</sup> Any term not defined herein shall have the meaning ascribed thereto in the Second Amended Application.

2. The Debtors are authorized to employ Nelson Mullins to represent the Debtors as special counsel in a newly commenced collection matter (rather than an environmental matter as stated in Paragraph 8 of the Second Amended Application) and to perform the services more fully described in Paragraph 9 of the Second Amended Application.

3. In accordance with sections 327(e) and 328 of the Bankruptcy Code, the Debtors are authorized to employ and retain Nelson Mullins as special counsel to the Debtors in environmental-related litigation issues, real estate transactions, and the new collection matter described in the Second Amended Application, *nunc pro tunc* to July 28, 2005.

4. The Firm shall be entitled to allowance of compensation and reimbursement of expenses upon the filing and approval of interim and final applications pursuant to the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and such other orders as the Court may direct.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: September \_\_, 2005.

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The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge